

November 2, 2021
Bill Number 390318

Midnight Madness Distilling, LLC

Through October 13, 2021

RE: Chapter 11
File Number: M2164.0002

PROFESSIONAL SERVICES PERFORMED

<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
Asset Disposition				
06/22/21	JLV	Draft proposed order for Sale Motion	0.50	97.50
06/22/21	WJB	Email correspondence with Dentons regarding sale interest	0.20	112.00
06/22/21	WJB	Telephone call from J. Maleski regarding sale negotiations	0.40	224.00
06/23/21	WJB	Email correspondence regarding XO/PNC negotiations; telephone call to client and H Giacometti regarding same	0.40	224.00
06/24/21	HJG	Telephone call with J.Kurtzman regarding sale of debtor's assets and case filing	0.20	112.00
06/24/21	WJB	Telephone call to J comly regarding sales process	0.30	168.00
06/24/21	WJB	Telephone call to Client regarding sale status	0.20	112.00
06/24/21	WJB	Respond to potential bidders regarding assets	0.40	224.00
06/24/21	WJB	Review revise NDA of sale	0.60	336.00
06/25/21	HJG	Follow up correspondence with J.Kurtzman re: interest in assets	0.20	112.00
06/25/21	WJB	Telephone call from J. Maleski regarding sale issues	0.20	112.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
06/25/21	WJB	Telephone call to M. Hamermesh regarding Asset Purchase Agreement	0.20	112.00
06/25/21	WJB	Telephone call to D. Smith regarding case background and sale	0.40	224.00
06/28/21	WJB	Telephone call from First Western regarding assumption and cure issues	0.20	112.00
06/28/21	WJB	Email correspondence with M Hamermesh regarding sale updates	0.10	56.00
06/28/21	WJB	Telephone call to Client regarding sale process	0.20	112.00
06/29/21	WJB	Review revise regarding notice of Bid procedures	0.20	112.00
06/29/21	WJB	Email with client regarding strategy for sale	0.10	56.00
06/29/21	WJB	Review diligence documents and create data room for sale	1.70	952.00
06/30/21	HJG	Communication with J.Comly regarding vehicles owned by MMD	0.20	112.00
06/30/21	WJB	Telephone call to J Comly regarding status of sale process and Comly employment	0.30	168.00
06/30/21	WJB	Review further documents for sale data room and email regarding same	0.60	336.00
07/01/21	WJB	Telephone call from J. Maleski regarding PNC comments to Bid Pro	0.80	448.00
07/01/21	WJB	Email to M. Hamermesh regarding call with PNC	0.10	56.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
07/01/21	WJB	Call with client and PR firm regarding potential talking points relating to sale	0.40	224.00
07/02/21	WJB	Telephone call from L. Markel regarding collateral inspection and email regarding same	0.20	112.00
07/06/21	WJB	Telephone call from Jen Maleski regarding sale structure and PNC objections.	0.90	504.00
07/06/21	WJB	Telephone call to C Paszych regarding PNC issues re: sale	0.30	168.00
07/12/21	WJB	Email correspondence from J. Maleski regarding bid process	0.30	168.00
07/12/21	WJB	Review PAACAR Objection to Sale	0.20	112.00
07/12/21	WJB	Review PNC objection and email correspondence regarding same	1.70	952.00
07/13/21	WJB	Review PNC Objection to sale and prepare for hearing	1.30	728.00
07/13/21	WJB	Attend conf call with XO regarding bid pro hearing and APA and strategy	1.10	616.00
07/13/21	WJB	Address bid pro comments from UST; email correspondence regarding same	0.40	224.00
07/13/21	WJB	Email correspondence with C Parzych regarding PNC issues	0.30	168.00
07/13/21	WJB	Email correspondence from J. Kurtzman regarding B. Toll bid	0.20	112.00
07/14/21	HJG	Attend hearing on Motion for Sale, and Utilities Motion	2.00	1,120.00

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07/14/21	HJG	Telephone call with K.Callahan regarding status of case and sale motion issues; follow up with WJB	0.30	168.00
07/14/21	WJB	Review revised MMD APA and Bid Pro with XO procedure	0.90	504.00
07/14/21	WJB	Conference call with buyer and debtor regarding sale strategy	0.60	336.00
07/14/21	WJB	Further review revised MMD APA and Bid Pro and prepare for hearing	1.40	784.00
07/14/21	WJB	Attend Bid Pro hearing	1.90	1,064.00
07/14/21	WJB	Follow up with client regarding status	0.30	168.00
07/14/21	WJB	Create notice of revised Order and APA	0.30	168.00
07/14/21	WJB	Email correspondence regarding sale process	0.40	224.00
07/15/21	HJG	Reviewing sale motion matters - objections to motion and revisions to motion/asset purchase documents	1.00	560.00
07/19/21	HJG	Correspondence from K.Callahan and J.Maleski regarding sale and PNC issues	0.30	168.00
07/19/21	HJG	Conference call with Casey and WJB regarding sale issues	0.30	168.00
07/19/21	WJB	Review new detailed PNC Objections to Bid Pro from J. Maleski and emails regarding same	0.70	392.00
07/19/21	WJB	Telephone call to M. Hamermesch regarding Bid Pro strategy	0.20	112.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
07/19/21	WJB	Call with Casey Parzych regarding sale strategy	0.40	224.00
07/19/21	WJB	Email from K. Callahan regarding Bid Pro Objections	0.20	112.00
07/20/21	WJB	Email and call J Comly regarding bid pro	0.20	112.00
07/20/21	WJB	Call from K Festa and email regarding Data Room	0.30	168.00
07/20/21	WJB	Telephone call to M. Hamermesch follow up regarding Bid Pro	0.20	112.00
07/20/21	WJB	Telephone call to J Comly regarding Bidder status	0.20	112.00
07/20/21	WJB	Review revised NDA and markups for potential bidder and email regarding same	0.30	168.00
07/20/21	WJB	Review revised Bid Pro Order from Buyer, telephone call to M. Hamermesch and email correspondence to J. Maleski regarding bid pro objections	0.90	504.00
07/21/21	HJG	Correspondence with counsel regarding sale process and related matters	0.30	168.00
07/21/21	HJG	Prepare for and attend hearing on sale motion and utilities motion	1.50	840.00
07/21/21	WJB	Prepare for bid pro hearing and telephone call to M. Hamermesch, C. Parzych	1.30	728.00
07/21/21	WJB	Attend bid pro hearing	2.10	1,176.00
07/21/21	WJB	Follow up call with M. Hamermesch, jim Comly and email correspondence regarding sale logistics	0.30	168.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
07/23/21	HJG	Telephone call with Andrew Hellman regarding bid and sale interest	0.20	112.00
07/23/21	HJG	Conference with WJB regarding sale and PNC issues; follow up review and revision of disclosure notice	0.70	392.00
07/23/21	WJB	Review revise supplement to Sale motion and review documents	2.10	1,176.00
07/23/21	WJB	Review revise Bid Pro Order	0.70	392.00
07/23/21	WJB	Review revise declaration for C Parzych in support of sale	1.30	728.00
07/23/21	WJB	Email correspondence from J. Maleski regarding sale order and telephone call to C. Parzych and H Giacometti regarding same	0.90	504.00
07/23/21	WJB	Draft email correspondence regarding Finland Lease and related issues and review related documents	0.80	448.00
07/23/21	WJB	Telephone call to C Parzych regarding sale strategy	0.30	168.00
07/23/21	WJB	Telephone call to C Parzych follow up regarding sale strategy	0.10	56.00
07/23/21	WJB	Telephone call to Jim comly regarding sale	0.10	56.00
07/23/21	WJB	Email to New Liberty regarding NDA	0.30	168.00
07/27/21	WJB	Review PNC comments to Bid Pro and supplemental sale motion and finalize same and email correspondence regarding same	1.10	616.00
07/28/21	HJG	Telephone call with P.Jefferson, counsel for potential bidder, regarding sale process	0.20	112.00

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07/29/21	WJB	Review PNC comments to declaration, revise and finalize and email regarding same	0.30	168.00
07/30/21	HJG	Communications with K.Festa regarding sale issues	0.20	112.00
08/02/21	WJB	Telephone call to J Comly regarding update on bidding activity	0.30	168.00
08/04/21	WJB	Email correspondence regarding APA and Cure schedules.	0.40	224.00
08/04/21	WJB	Email to M. Hamermesh regarding call from J. Maleski	0.40	224.00
08/05/21	WJB	Email correspondence regarding order and status of sale	0.30	168.00
08/05/21	WJB	Telephone call to C. Parzych regarding sale status	0.20	112.00
08/09/21	WJB	Telephone call to CParzych regarding sale status	0.20	112.00
08/10/21	HJG	Reviewing email regarding bid offer	0.10	56.00
08/10/21	WJB	Email correspondence from counsel to New Liberty regarding bid process	0.10	56.00
08/10/21	WJB	Email to chambers regarding Bid Pro Order	0.10	56.00
08/10/21	WJB	Telephone call to C Parzych regarding sale status and follow up with H. Giacometti	0.30	168.00
08/11/21	HJG	Conference with WJB regarding status of sale/bids	0.20	112.00
08/11/21	HJG	Correspondence with counsel for PNC and ETOH regarding bid procedures Order	0.20	112.00

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08/11/21	WJB	Email correspondence with counsel for PNC regarding Bid Pro Order	0.10	56.00
08/11/21	WJB	Email with counsel regarding sale order	0.20	112.00
08/12/21	HJG	Reviewing procedures for evidentiary hearing on 8/27; conference with WJB regarding same	0.50	280.00
08/12/21	JLV	Prepare Notice of Sale of Assets for filing; Efile and serve on parties	0.90	175.50
08/12/21	JLV	Email correspondence with J. Comly regarding Sale Motion and service to prospective bidders	0.20	39.00
08/12/21	WJB	Prepare revise Cure Notice and schedule emails regarding same	0.30	168.00
08/12/21	WJB	Prepare, revise Sale notice and emails regarding same	0.30	168.00
08/12/21	WJB	Email with K. Festa regarding data room	0.20	112.00
08/12/21	WJB	Email to C Parzych and J Comly regarding 8/27 witness issues	0.20	112.00
08/12/21	WJB	Review sale documents, prepare for sale hearing and proffers	0.80	448.00
08/12/21	WJB	Telephone call to H Giacometti regarding sale hearing strategy	0.30	168.00
08/13/21	HJG	Review email from J.Maleski regarding sale hearing and evidence	0.20	112.00
08/13/21	WJB	Review Zoom hearing procedures order and email to J. Comly and C Parzych regarding same	0.40	224.00

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08/13/21	WJB	Email from J. Maleski regarding zoom procedures order	0.20	112.00
08/13/21	WJB	Telephone call to Judge's chambers regarding zoom procedures	0.20	112.00
08/13/21	WJB	Follow up emails regarding zoom procedures	0.10	56.00
08/13/21	WJB	Review information requests from Counsel to New Liberty and email regarding same	0.30	168.00
08/16/21	HJG	Reviewing amended order on sale hearing	0.10	56.00
08/16/21	HJG	Correspondence and calls regarding sale hearing and PNC issues	0.70	392.00
08/16/21	WJB	Telephone call from Counsel for Isuzu regarding treatment for assume and assign 2018 lease and assume liability for 2019 loan	0.30	168.00
08/16/21	WJB	Email from counsel to PNC regarding sale process and telephone call to Parzych and H Giacometti same	0.40	224.00
08/16/21	WJB	Review responses to bidder questions	0.30	168.00
08/17/21	HJG	Correspondence and communications with counsel regarding sale and circumstances	0.50	280.00
08/17/21	WJB	Email correspondence with PNC Counsel and C Parzych regarding Finland leasing and zoning issues	0.70	392.00
08/17/21	WJB	Telephone call to C Parzych regarding sale issues	0.30	168.00
08/17/21	WJB	Telephone call from J Comly regarding sale	0.10	56.00

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08/17/21	WJB	Telephone call from counsel for Isuzu regarding sale and lease issues	0.30	168.00
08/18/21	HJG	Correspondence regarding sale and related issues	0.40	224.00
08/18/21	WJB	Address issues raised by New Liberty bidder, email correspondence, conference with client, review data room and bid pro, email to PNC	0.90	504.00
08/18/21	WJB	Review documents in preparation for sale hearing	0.70	392.00
08/18/21	WJB	Telephone call to K festa regarding bidder questions.	0.10	56.00
08/23/21	WJB	Prepare revised sale notice	0.20	112.00
08/23/21	WJB	Prepare Pretrial Disclosures for sale hearing	0.90	504.00
08/23/21	WJB	Review revise Proffer for Casey Parzych	1.70	952.00
08/23/21	WJB	review revise J Comply Proffer	0.60	336.00
08/23/21	WJB	Respond to P Jefferson questions and telephone call to C Parzych regarding same	0.30	168.00
08/23/21	WJB	Review all bids, normalize issues and prepare for conducting auction	0.80	448.00
08/24/21	HJG	Reviewing PACCAR objection to sale/auction	0.20	112.00
08/24/21	HJG	Reviewing submission regarding evidentiary hearing on sale motion; reviewing exhibits to be used	1.00	560.00
08/25/21	HJG	Prepare for and attend auction sale of assets	4.50	2,520.00

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08/25/21	HJG	Reviewing various objections to 363 sale; follow up conversations with WJB and client regarding same	0.60	336.00
08/25/21	WJB	Prepare for and conduct auction	5.40	3,024.00
08/25/21	WJB	Review Isuzu and Paccar objections, address post action/sale issues	0.70	392.00
08/25/21	WJB	Review TTB sale objection	0.40	224.00
08/25/21	WJB	Review UST sale objection	0.20	112.00
08/25/21	WJB	Conference with client regarding objections and conversion	0.30	168.00
08/25/21	WJB	Conference with P Jefferson regarding sale hearing and sale issues	0.40	224.00
08/25/21	WJB	Conference with PNC regarding objections and conversion	0.40	224.00
08/26/21	HJG	Conference with WJB regarding sale and related issues; follow up call with Patti Jefferson	0.50	280.00
08/26/21	JLV	Efile Revised Notice of Sale Hearing	0.20	39.00
08/26/21	WJB	Strategy for sale hearing; telephone call to H Giacometti, J, Maleski, P. Jefferson; email correspondence regarding same	0.70	392.00
08/26/21	WJB	Prepare revised Sale notice	0.30	168.00
08/31/21	HJG	Conference with WJB regarding sale results and next steps	0.30	168.00
08/31/21	WJB	Telephone call to P. Jefferson regarding APA issues and next steps	0.20	112.00

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08/31/21	WJB	Telephone call from D Smith regarding open issues	0.20	112.00
08/31/21	WJB	Telephone call to C Parzych regarding sale issue and email regarding same	0.70	392.00
09/08/21	WJB	Telephone call from C Parzych regarding Sale issues	0.30	168.00
09/08/21	WJB	Review blacklined Millstone APA	1.20	672.00
09/08/21	WJB	Telephone call to C Parzych regarding Millstone APA and closing	0.40	224.00
09/08/21	WJB	Telephone call to P. Jefferson regarding APA	0.50	280.00
09/08/21	WJB	Review revise proposed sale order and email correspondence regarding same	0.90	504.00
09/08/21	WJB	Prepare for sale hearing	0.60	336.00
09/09/21	WJB	Review revised APA, telephone call to C Parzych regarding same	1.30	728.00
09/09/21	WJB	Make further changes to APA and send to P Jefferson and telephone call to P Jefferson regarding same	1.70	952.00
09/10/21	HJG	Reviewing ETOH limited objection to sale	0.30	168.00
09/13/21	HJG	Review email from M.Hamermesh regarding sale hearing and related issues; follow up	0.20	112.00
09/14/21	WJB	Review revised APA, revised sale order, prepare for hearing and conference with P. Jefferson and Casey Parzych regarding same	3.10	1,736.00
09/15/21	HJG	Prepare for hearing on approval of sale motion (reviewing exhibits and proffers)	1.00	560.00

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09/15/21	HJG	Assemble and serve hearing exhibits	0.50	280.00
09/15/21	HJG	Attendance at 363 Sale Hearing	2.50	1,400.00
09/15/21	JLV	Efile Proposed Sale Order and attachments	0.20	39.00
09/15/21	JLV	Efile Redline APA from Winning Bidder reflecting changes to Stalking Horse Bid	0.10	19.50
09/15/21	WJB	Prepare, review revise proffers for Parzych and Comly; conference with Casey Parzych and prepare presentation for sale hearing	4.20	2,352.00
09/15/21	WJB	Attend sale hearing	2.40	1,344.00
09/17/21	HJG	Conference with WJB regarding sale issues	0.30	168.00
09/20/21	WJB	Call regarding outstanding canning agreement with Onda	0.50	280.00
09/20/21	WJB	Follow up call with Casey and Kelly regarding sale process	0.30	168.00
09/20/21	WJB	Address closing issues and email with C Parzych	0.30	168.00
09/21/21	HJG	Conference call with Joe Giordano and Ed Devenny regarding bulk sales issues, 363 closing and related accounting issues; follow up with WJB regarding bulk sales issue	0.60	336.00
09/22/21	WJB	Review from P Jefferson regarding sale and telephone call to C Parzych regarding response, email regarding same, call with H. Giacometti regarding same and reply to P. Jefferson	1.00	560.00
09/24/21	HJG	Numerous calls with WJB, Patti Jefferson and C.Parzych regarding sale issues	1.20	672.00

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09/24/21	WJB	Address open sale issues, telephone call to C Parzych and P Jefferson regarding same	0.90	504.00
09/27/21	HJG	Conference call with WJB, K.Festa and C.Parzych regarding closing and post-closing issues	0.50	280.00
09/27/21	HJG	Numerous calls and emails with P.Jefferson and clients regarding closing issues	1.50	840.00
09/27/21	WJB	Address open sale issues and email regarding same	0.60	336.00
09/28/21	HJG	Numerous calls and emails with P.Jefferson, WJB and K.Festa regarding closing issues	2.00	1,120.00
09/28/21	WJB	Address open sale closing issues	2.00	1,120.00
09/29/21	HJG	Attend to closing issues (numerous calls and emails with counsel and clients)	2.00	1,120.00
09/29/21	WJB	Review letter from counsel from Finland Leasing, telephone call to regarding same	0.80	448.00
09/29/21	WJB	Address open closing times	1.90	1,064.00
09/29/21	WJB	Review HUD1/Settlement Sheet, Deed, Trademark Assignment, Patent Assignment, Powers of Attorney, Bill of Sale and Assignment and Assumption Agreement of Mortgage in preparation of Closing, email to client, P. Jefferson regarding same	2.30	1,288.00
09/29/21	WJB	Telephone call to P. Jefferson regarding closing issues	0.30	168.00
09/30/21	HJG	Correspondence and communications with client and counsel regarding closing	1.00	560.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
09/30/21	WJB	Review closing documents, address final closing issues, telephone call to P. Jefferson, K.Festa, Telephone call to Land Services regarding deposit wire and review settlement sheet	2.30	1,288.00
10/01/21	HJG	Post-sale emails with client and counsel regarding asset issues	0.50	280.00
10/03/21	HJG	Reviewing correspondence from P.Jefferson/R.Casell regarding transition of assets	0.30	168.00
10/04/21	HJG	Review email from K.Festa regarding sold/scrapped items; follow up conference with WJB regarding same	0.20	112.00
10/05/21	WJB	Email with P Jefferson regarding post closing issues and telephone call to regarding same	1.30	728.00
10/05/21	WJB	Telephone call to K Festa regarding post closing issues and email regarding same	1.20	672.00
10/06/21	JLV	Efile Notice of Sale	0.20	39.00
10/06/21	WJB	Email with P Jefferson regarding post closing issues	0.60	336.00
10/06/21	WJB	Telephone call to K Festa regarding post closing issues and email regarding same	0.70	392.00
10/07/21	WJB	Telephone call to D Web regarding contract assumption issues	0.20	112.00
10/07/21	WJB	Email regarding post closing invoice approvals	0.30	168.00
10/08/21	WJB	Emails regarding post closing issues and telephone call to D. Smith regarding same 1.3	1.30	728.00

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10/12/21	WJB	Post closing sale issues email and text with client and P. Jefferson	0.90	504.00
Totals for Asset Disposition			131.20	72632.50
Business Operations				
07/19/21	HJG	Communications with client regarding creditor and supply issues	0.20	112.00
07/22/21	HJG	Reviewing initial MOR and requirements with K.Festa	1.00	560.00
08/11/21	HJG	Correspondence with client regarding Que Onda baillee waiver and reviewing same	0.30	168.00
08/13/21	HJG	Reviewing initial MOR, follow up with K.Festa regarding same	0.50	280.00
08/17/21	HJG	Reviewing revised MOR, follow up with K.Festa	0.30	168.00
08/20/21	HJG	Reviewing revised MOR and balance sheet	0.20	112.00
08/30/21	HJG	Review and file June MOR	0.50	280.00
09/02/21	HJG	Conference call with Casey and Kelly regarding cash flow issues	0.30	168.00
09/03/21	HJG	Conference call with K.Festa, C.Parzych regarding business operations and ramifications	0.60	336.00
09/15/21	HJG	Review and file July MOR with attachments	0.70	392.00
09/29/21	HJG	Review and revise MOR for August; prepare for filing	1.00	560.00
Totals for Business Operations			5.60	3136.00

Case Administration

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06/22/21	HJG	Communications with K.Callahan and others from the US Trustee's office	0.50	280.00
06/22/21	HJG	Finalize and file First Day Motions	2.00	1,120.00
06/22/21	HJG	Communications with Court regarding first day hearings	0.40	224.00
06/22/21	HJG	Numerous calls and emails with K.Festa regarding filing issues and needs	0.70	392.00
06/22/21	WJB	Conference call with Kevin Callahan at the US Trustee regarding first day hearing, case background	0.50	280.00
06/22/21	WJB	Conference call with judge's chambers regarding scheduling matters	0.30	168.00
06/22/21	WJB	Review revise first day Orders, conference with H. Giacometti regarding same	0.50	280.00
06/23/21	HJG	Correspondence with US Trustee regarding requested items; follow up with client	0.50	280.00
06/23/21	HJG	Communications with K.Festa and C.Parzych regarding creditor and other interactions	0.50	280.00
06/23/21	HJG	Reviewing First Day Orders, coordinating service of same	0.40	224.00
06/24/21	HJG	Correspondence with K.Festa and J.Maleski regarding PNC account issues	1.00	560.00
06/24/21	HJG	Review email from US Trustee regarding IDI, follow up with client	0.20	112.00
06/25/21	HJG	Telephone call with Kelly regarding financial questions	0.30	168.00

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06/25/21	HJG	Correspondence with J.Giordano regarding books and intercompany transactions	0.30	168.00
06/25/21	HJG	Telephone call with K.Festa regarding critical vendors and related issues	0.40	224.00
06/28/21	HJG	Correspondence with H.Ward regarding IDI	0.20	112.00
06/28/21	HJG	Communications with K.Festa regarding payment of mortgage and secured debt	0.20	112.00
06/28/21	HJG	Communications with counsel and client regarding payment of wages pre-petition; revise and submit Order and accompanying documentation	0.80	448.00
06/28/21	HJG	Drafting Critical Vendor motion	1.00	560.00
06/28/21	WJB	Prepare for first day hearing	0.30	168.00
06/29/21	HJG	Telephone calls with K.Festa regarding critical vendor and related issues	0.40	224.00
06/29/21	HJG	Prepare for and attend Court hearing on First Day Motions	1.80	1,008.00
06/29/21	HJG	Revise and file Amended Orders on first day motions	0.40	224.00
06/29/21	WJB	Prepare for first day hearing	0.80	448.00
06/29/21	WJB	Attend first day hearing	1.10	616.00
06/30/21	HJG	Correspondence with K.Festa regarding payment of excise taxes	0.20	112.00
06/30/21	HJG	Correspondence with K.Festa regarding payroll issues	0.20	112.00

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06/30/21	HJG	Correspondence with K.Callahan regarding Declaration of Casey Parzych	0.10	56.00
06/30/21	HJG	Administrative matters regarding posting of Orders and undeliverable service issues	0.20	112.00
06/30/21	HJG	Communications with client regarding insurance payment	0.10	56.00
07/01/21	HJG	Review of updated financial information for MMD as of June 21st, follow up with client	0.50	280.00
07/01/21	HJG	Telephone call to Court regarding status of Orders on first day matters	0.10	56.00
07/02/21	HJG	Finalizing first day missing documents for filing (Corporate documents, schedules and SOFA)	2.00	1,120.00
07/02/21	HJG	Telephone call with K.Callahan regarding various issues	0.40	224.00
07/02/21	WJB	Telephone call from K. Callahan regarding authority issues and comments to bid pro	0.30	168.00
07/02/21	WJB	Email from UST and draft response to UST regarding authority issues	1.80	1,008.00
07/02/21	WJB	Email correspondence regarding UST Response and revise same	0.40	224.00
07/02/21	WJB	Telephone call to C. Parzych regarding status	0.30	168.00
07/06/21	JLV	Download filed Schedules; email to K. Festa re: same	0.20	39.00
07/06/21	WJB	Review revise UST response regarding authority and related issues	0.60	336.00
07/06/21	WJB	Call with K. Festa regarding creditor concerns	0.20	112.00

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07/06/21	WJB	Email correspondence with M. Menkowitz regarding authority issues	0.20	112.00
07/06/21	WJB	Email correspondence with client regarding status	0.20	112.00
07/13/21	HJG	Prepare for hearing on Utilities Motion under Section 366 (reviewing case law in response to Court's questions)	2.00	1,120.00
07/14/21	HJG	Prepare for and attend Initial Debtor Interview	1.50	840.00
07/14/21	HJG	Telephone call with Kelly regarding lease buyout options	0.20	112.00
07/14/21	WJB	Telephone call to H Giacometti regarding IDI meeting	0.20	112.00
07/15/21	HJG	Review email from H.Ward regarding IDI follow up, send response	0.40	224.00
07/19/21	HJG	Correspondence with K.Callahan regarding case status	0.20	112.00
07/22/21	HJG	Telephone call with K.Callahan regarding 341 meeting and related issues	0.30	168.00
07/23/21	HJG	Correspondence to client and counsel regarding 341 meeting and preparation	0.30	168.00
07/23/21	HJG	Reviewing Notice of Appearance and Claim filed by City of Philadelphia	0.20	112.00
07/26/21	HJG	Telephone call with C.Parzych in preparation for 341 meeting	1.00	560.00
07/26/21	HJG	Correspondence with K.Callahan regarding Schedules and deficiencies	0.20	112.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
07/26/21	HJG	Prepare Amended Schedule A/B	0.30	168.00
07/26/21	HJG	Attendance at 341 meeting	1.70	952.00
07/26/21	HJG	341 Meeting follow up email to clients regarding needed information	0.40	224.00
07/26/21	HJG	Reviewing draft of Supplemental Declaration of Casey Parzych	0.50	280.00
07/27/21	HJG	Reviewing letter from IRS to MMD, and follow up communications with client regarding same	0.20	112.00
07/29/21	HJG	Telephone call with K.Festa regarding responses to 341 requests; follow up conference with WJB	0.70	392.00
07/29/21	HJG	Telephone call with D.Smith regarding C.Parzych and potential personal case	0.30	168.00
07/29/21	HJG	Drafting response to US Trustee regarding 341 follow up	0.50	280.00
07/29/21	HJG	Telephone call with Casey regarding open items	0.20	112.00
07/30/21	HJG	Revise and transmit response to K.Callahan regarding 341 follow up	0.50	280.00
07/30/21	HJG	Calls with C.Parzych and K.Callahan regarding 341 meeting	0.30	168.00
08/02/21	HJG	Correspondence and call with J.Maleski regarding 341 questions; follow up with C.Parzych	0.40	224.00
08/02/21	WJB	Telephone call from J Maleski regarding drinkwynk and H Giacometti and follow up with C. Parzych regarding same	0.60	336.00

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08/04/21	HJG	Correspondence with K.Festa regarding cure payments and additional unsecured debt	0.30	168.00
08/04/21	HJG	Correspondence with Hugh Ward and K.Festa regarding MORs and UST fee payments	0.30	168.00
08/05/21	HJG	Correspondence with H.Ward and client regarding payment and related issues	0.20	112.00
08/05/21	HJG	Coordinate filing of amendments to Petition (to correct mailing address) and Schedule F (to add creditor)	0.30	168.00
08/05/21	HJG	Reviewing draft responses to US Trustee re: 341 follow up	0.30	168.00
08/05/21	WJB	Review draft response to UST 341 follow up questions and email regarding same	0.40	224.00
08/06/21	HJG	Correspondence and calls with K.Festa regarding MOR issues	0.60	336.00
08/06/21	HJG	Conference call with WJB, K.Festa and C.Parzych re: 341 follow up; reviewing information/disclosures to be supplied; send information to UST	0.80	448.00
08/06/21	JLV	Draft Amended Petition and correlating documents; email to H. Giacometti re: same	0.40	78.00
08/06/21	JLV	Draft Amendment to Schedule F and correlating documents; email to H. Giacometti re: same	0.40	78.00
08/06/21	WJB	Review, revised UST 341 responses, telephone call to client regarding same and email regarding same	0.70	392.00

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08/09/21	HJG	Telephone call with K.Callahan regarding 341 meeting and 363 sale; follow up conference with WJB	0.50	280.00
08/09/21	WJB	Review, revised UST 341 responses, telephone call to client regarding same and email regarding same	0.70	392.00
08/11/21	JLV	Finalize and Efile Amendment to Voluntary Petition; serve on parties	0.40	78.00
08/11/21	JLV	Finalize and Efile Amendment to Schedule F; serve on parties	0.50	97.50
08/11/21	JLV	Efile Proposed Order Setting Bid Procedures and Approving Payment Expense Reimbursement	0.20	39.00
08/12/21	JLV	Draft COS to reflect change in date of service of Revised Petition and Schedule F; efile same	0.20	39.00
08/12/21	JLV	Draft COS for Notice of Sale Hearing via Zoom	0.30	58.50
08/12/21	JLV	Efile Notice of Sale Hearing and serve on parties	0.20	39.00
08/12/21	JLV	Draft COS for Notice of Assumption	0.30	58.50
08/12/21	JLV	Efile Notice of Assumption	0.20	39.00
08/12/21	JLV	Email correspondence with Parcels regarding overnight service of Notice of Assumption	0.20	39.00
08/12/21	JLV	Email correspondence with K. Festa including documents to be uploaded to Data Room	0.20	39.00

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08/13/21	JLV	Email correspondence with Parcels regarding status of overnight delivery of filing	0.10	19.50
08/13/21	JLV	Draft and Efile Revised COS for Notice of Assumption	0.10	19.50
08/13/21	JLV	Email K. Festa re: addition of document to Data Room	0.10	19.50
08/13/21	JLV	Efile revised Matrix reflecting additional creditor; pay filing fee	0.30	58.50
08/17/21	HJG	Review correspondence from counsel for title company regarding building escrow and payment; follow up call with C.Mullaney	0.30	168.00
08/18/21	HJG	Communications with client regarding LaneIP and retention	0.30	168.00
08/25/21	JLV	Efile Pretrial Disclosures	0.20	39.00
08/25/21	WJB	Review UST motion to convert	0.60	336.00
08/26/21	HJG	Conference calls with Kelly Festa regarding budget and sale issues	0.50	280.00
09/10/21	HJG	Communciations with K.Festa regarding post-petition payments	0.20	112.00
09/13/21	HJG	Correspondence with K.Festa regarding insurance proceeds and Merican Mule	0.30	168.00
09/14/21	HJG	Correspondence with K.Festa regarding MORs	0.20	112.00
09/15/21	HJG	Drafting Notice of Officer's Compensation	0.50	280.00
09/21/21	HJG	Correspondence with K.Festa regarding August MOR	0.20	112.00

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09/22/21	HJG	Correspondence with Hugh Ward and K.Festa regarding August MOR	0.20	112.00
09/22/21	HJG	Correspondence with P.Jefferson and W.Burnett regarding allegations of improprieties by debtor; follow up with client	0.70	392.00
10/04/21	HJG	Correspondence from Kelly regarding payment approvals	0.10	56.00
10/11/21	HJG	Review email from P.Jefferson regarding post-closing issues; follow up conference with WJB	0.40	224.00
10/12/21	HJG	telephone call with C.Parzych; telephone call with K.Callahan regarding motion to convert/dismiss	0.30	168.00
10/13/21	WJB	Attend conversion hearing	1.10	616.00
10/13/21	WJB	Address post-petition invoices and admin claim issues as well as conversion issues, email with P. Jefferson and K Festa	2.70	1,512.00
10/13/21	WJB	Review revise Comly Fee App	0.90	504.00
10/13/21	WJB	Review revise FG Fee App	1.20	672.00
Totals for Case Administration			56.70	30109.50
Claims Administration and Objections				
06/22/21	WJB	Review potential claim and settlement between Iron Horse and T&O and email advice regarding same	0.40	224.00
07/27/21	HJG	Reviewing Berlin Packaging Motion to allow admin claim	0.30	168.00

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07/29/21	WJB	Review Berlin motion, telephone call to counsel to Berlin and resolve 503(b)(9) order	0.40	224.00
08/09/21	HJG	Reviewing PA proof of claim	0.20	112.00
08/11/21	HJG	Reviewing Merican Mule insurance denial letter, follow up call with K.Festa	0.30	168.00
08/18/21	HJG	Reviewing PNC Transfers of Claim; follow up with WJB	0.20	112.00
09/01/21	HJG	Reviewing IRS proof of claim	0.20	112.00
		Totals for Claims Administration and Objections	2.00	1120.00
Corporate Governance and Board				
07/02/21	LNS	Review email from Trustee and Bill Burnett's response regarding corporate authority, review governance documents and revise draft email accordingly.	0.50	192.50
		Totals for Corporate Governance and Board	0.50	192.50
Employee Benefits/ Pensions				
07/14/21	HJG	Emails and call with Kelly regarding employee bonus issue	0.30	168.00
		Totals for Employee Benefits/ Pensions	0.30	168.00
Fee/Employment Applications				
06/22/21	JLV	Finalize and Efile FG Employment Application; serve same on parties	0.50	97.50
06/22/21	JLV	Email to UST re: Employment Applications	0.10	19.50
06/22/21	JLV	Finalize and Efile Comly Employment Application; serve same on parties	0.50	97.50

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06/28/21	HJG	Correspondence with K.Callahan regarding fee issues	0.20	112.00
06/29/21	WJB	Review revise Comly Order and email with J Maleski regarding same	0.40	224.00
06/30/21	JLV	Draft and efile Revised PFO for Comly Employment	0.20	39.00
06/30/21	JLV	Draft and Efile CNO for Comly Employment App	0.30	58.50
06/30/21	JLV	Draft CNO for FG Employment App; email with W. Burnett and H. Giacometti re: same	0.20	39.00
06/30/21	WJB	Review PNC comments to Comly order and email to J Maleski regarding same	0.30	168.00
07/01/21	JLV	Draft Comly Verification; email to W. Burnett re: same	0.20	39.00
07/01/21	WJB	Email correspondence regarding application to employ Comly and declaration	0.20	112.00
07/01/21	WJB	Email correspondence regarding application to employ Norris McLaughlin and issues regarding audit of MMD	0.40	224.00
07/02/21	WJB	Email correspondence with US Trustee regarding Comly application	0.20	112.00
07/02/21	WJB	Review, revise Norris McLaughlin application	0.30	168.00
07/06/21	JLV	Finalize Norris McLaughlin Employment App and email to T Zeller re: same	0.20	39.00
07/12/21	JLV	Email correspondence with T. Zeller re: disclosure in verification attachment to employment application	0.20	39.00

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Midnight Madness Distilling, LLC

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
07/13/21	JLV	Finzize Norris McLaughlin Employment Application; Efile and serve same	0.40	78.00
07/13/21	WJB	Email correspondence with UST regarding liquor special counsel issues	0.20	112.00
07/22/21	JLV	Draft and Efile CNO for Norris McLaughlin Emoloyment Application	0.30	58.50
08/02/21	WJB	Telephone call from Casey regarding Accountat employment and related issues	0.30	168.00
08/10/21	JLV	Draft Employment Application for Whisman Giordano & Assoc., LLC	1.00	195.00
08/10/21	JLV	Email Verification to Joseph V. Giordano for review and signature	0.10	19.50
08/10/21	WJB	Review J. Gioradano employment app and email regarding same	0.30	168.00
08/11/21	JLV	Email correspondence with J. Giordano; revise Verification pursuant to his request	0.10	19.50
08/13/21	JLV	Email correspondence with J. Giordano re: revised verificatio	0.10	19.50
08/19/21	JLV	Email to J. Giordano following-up on Verification for Employment Application	0.10	19.50
08/25/21	JLV	Telephone call with J. Giordano regarding Verification; revise same	0.20	39.00
08/25/21	JLV	Email revised Verification to J. Giordano for signature	0.10	19.50
08/26/21	JLV	Efile and serve Whisman Giordano Employment Application	0.50	97.50

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09/03/21	JLV	Draft CNO for Giordano Employment Application; email to W. Burnett re: same	0.20	39.00
09/07/21	JLV	Revised PFO for Giordano Employment Application; email to W. Burnett re: same	0.20	39.00
09/09/21	JLV	Email from Norris McLaughlin re: special counsel invoice through July 31, 2021; email to W. Burnett re: fee application	0.10	19.50
10/06/21	JLV	Draft Wm. F. Comly Fee Application; email to W. Burnett re: same	1.20	234.00
10/12/21	HJG	Reviewing and revising time entries in connection with Flaster Greenberg fee application	2.20	1,232.00
10/13/21	JLV	Email to Accounting re: invoice for fee application	0.10	19.50
10/13/21	JLV	Revise Comly First and Final Fee Application	0.50	97.50
Totals for Fee/Employment Applications			12.60	4282.00
Financing and Cash Collateral				
06/22/21	HJG	Communications with J.Maleski regarding PNC issues (cash collateral and DIP account)	0.50	280.00
06/23/21	HJG	Telephone call with J.Maleski regarding PNC issues; review of revised Cash Collateral Stipulation	0.50	280.00
06/28/21	HJG	Correspondence with J.Maleski regarding cash collateral	0.40	224.00
06/28/21	HJG	Revisions to First Interim Cash Collateral Order	0.20	112.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
06/28/21	HJG	Telephone call with K.Callahan regarding Cash Collateral and Flaster retention application	0.20	112.00
06/28/21	WJB	Review cash collateral changes and status and emails regarding same	0.20	112.00
07/01/21	HJG	Correspondence with J.Maleski regarding cash collateral issues	0.50	280.00
07/02/21	HJG	Correspondence with J. Maleski regarding cash collateral	0.20	112.00
07/21/21	HJG	Communications with counsel and client regarding budget and cash collateral issues	0.30	168.00
07/23/21	HJG	Reviewing budget vs. actual report prepared by client; follow up communications with K.Festa and J.Maleski regarding same	1.00	560.00
07/23/21	HJG	Correspondence with J.Maleski regarding entry of Cash Collateral Order and exhibit, follow up with Court	0.30	168.00
07/23/21	JLV	Telephone call and Email with E Godfrey re: cash flow budget	0.30	58.50
07/26/21	HJG	Telephone call with K.Festa regarding budget vs. actual report and revisions; follow up email to J.Maleski regarding same	0.40	224.00
07/27/21	HJG	Reviewing revised Cash Collateral Variance Report; correspondence with J.Maleski regarding same	0.50	280.00
08/04/21	HJG	Correspondence with client and counsel for PNC regarding payment of expense outside budget; follow up call with K.Festa	0.50	280.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
08/05/21	HJG	Correspondence with PNC counsel and client regarding expense adjustment relating to labeler repair	0.40	224.00
08/09/21	HJG	Correspondence with clients regarding budget and expense issues; follow up email from J.Maleski regarding same	0.40	224.00
08/17/21	HJG	Communications with client and counsel regarding payment of expenses outside budgeted allowances	0.30	168.00
08/19/21	HJG	Correspondence/communications with client and counsel regarding cash collateral extension and budgets	0.70	392.00
08/23/21	HJG	Reviewing July variance report, send to J.Maleski with comments	0.40	224.00
08/24/21	HJG	Reviewing and revising cash collateral budget; send to J.Maleski	0.50	280.00
08/24/21	HJG	Correspondence and calls with J.Maleski regarding cash collateral; follow up with client	0.50	280.00
08/24/21	HJG	Drafting Second Interim Cash Collateral Order	0.40	224.00
08/25/21	HJG	Communications with K.Festa and J.Maleski regarding cash collateral budget and order	0.50	280.00
08/26/21	HJG	Correspondence with counsel and client regarding cash collateral; revising Order and budget	0.80	448.00
08/26/21	HJG	Telephone call with K.Callahan regarding cash collateral and sale motion	0.20	112.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
08/26/21	HJG	Communications with Court regarding cash collateral hearing and related issues	0.40	224.00
08/26/21	WJB	Telephone call to K. Festa regarding cash collateral and budget issues	0.40	224.00
08/27/21	HJG	Reviewing Order on Cash Collateral, coordinate service thereof	0.20	112.00
08/27/21	HJG	Communications with K.Festa regarding cash collateral issues	0.20	112.00
09/02/21	HJG	Review email from J.Maleski regarding cash collateral and sale issues; follow up with client	0.30	168.00
09/03/21	HJG	Reviewing revised cash flow projections from client, compare to approved budget	0.60	336.00
09/28/21	HJG	Drafting Third Interim Cash Collateral Order; follow up conversations with J.Maleski	1.00	560.00
09/29/21	HJG	Prepare for and attend hearing on motion to approve use of cash collateral	0.50	280.00
Totals for Financing and Cash Collateral			14.70	8122.50
Litigation(Other than Avoidance Action Litigation)				
09/14/21	HJG	Drafting response to US Trustee Motion to Dismiss or Convert	1.50	840.00
09/15/21	HJG	Finalize and file Response to US Trustee's Motion to Dismiss/Convert	0.50	280.00
09/16/21	HJG	Correspondence with counsel regarding UST Motion to dismiss	0.30	168.00
Totals for Litigation(Other than Avoidance Action Litigation)			2.30	1288.00

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<u>Date</u>	<u>Prof</u>	<u>Description</u>	<u>Time</u>	<u>Value</u>
Meetings and Communications with Creditors				
06/22/21	HJG	Communications with various creditors' and other parties' counsel regarding filing issues	0.30	168.00
06/24/21	HJG	Correspondence to D.Makara (counsel for Classic) regarding filing and creditor issues	0.20	112.00
06/25/21	HJG	Correspondence with J.Maleski regarding secured creditors and reconciliation	0.20	112.00
06/29/21	HJG	Telephone call with Jodi Rice of Roberts Oxygen	0.30	168.00
06/29/21	HJG	Email correspondence to D.Makara, counsel for Classic Staffing	0.10	56.00
06/30/21	HJG	Correspondence with representative of PACCAR regarding payment and related issues	0.20	112.00
06/30/21	HJG	Conference call with J.Blaney and others of Foodarom regarding case and plan	0.40	224.00
06/30/21	HJG	Correspondence from Classic Staffing; follow up with client	0.20	112.00
07/02/21	HJG	Correspondence with S.Reidnauer of North Industrial Chemicals regarding pre-petition debt	0.30	168.00
07/06/21	WJB	Call from pallet vendor	0.30	168.00
07/27/21	HJG	Correspondence with J.Maleski regarding balance sheet item for MMD	0.20	112.00
07/27/21	HJG	Correspondence with M.Hamermesh regarding client receipt of notices	0.10	56.00

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07/27/21	HJG	Correspondence with M.Harper (City of Philadelphia) regarding 341 meeting follow up; forward to client	0.30	168.00
07/28/21	HJG	Correspondence with creditors regarding case status	0.20	112.00
08/10/21	HJG	Correspondence with ULine regarding claim and setoff	0.20	112.00
08/17/21	HJG	Reviewing email from Trumbauersville tax collector, send to client	0.20	112.00
09/13/21	HJG	Telephone call with John Loughnane regarding upcoming sale and issues re: Scott products	0.20	112.00
Totals for Meetings and Communications with Creditors			3.90	2184.00
TOTAL PROFESSIONAL SERVICES				\$123,235.00

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